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Note—Articles may be prepared independently of this form. This form to be used if space is adequate.

Articles of Incorporation

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation
FOR profit under the laws of the State of Kansas.

FIRST: The Name of the Corporation is.....

ANSCHUTZ DUNWOODY DRILLING CO., INC.

SECOND: The Location of its Principal Place of Business in this state is.....

Wichita, Sedgwick County, Kansas

THIRD: The Location of its Registered Office in this State is.....

709 Union National Building Wichita, Sedgwick County, Kansas

(Number)

(Street)

(Town or City)

(County)

FOURTH: The Name and Address of its Resident Agent in this State is.....

Fred B. Anschutz

(Individual or Corporation)

709 Union National Building, Wichita, Sedgwick County, Kansas

(Number)

(Street)

(Town or City)

(County)

FIFTH: This Corporation is organized FOR profit and the nature of its business is.....

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SIXTH: The total amount of capital of this corporation is \$10,000.00 and the total number of shares into which it is divided is as follows: (Describe fully the class or classes of stock and the value of each.)

100 shares of common stock, class par value of \$100.00 dollars each
shares of stock, class par value of dollars each
shares of stock, class without nominal or par value and consideration therefor \$
shares of stock, class without nominal or par value and consideration therefor \$

Statement of all or any of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof, in respect to any class. The corporation shall have a lien upon the shares of each stockholder for all indebtedness of such stockholder to the corporation, whether such indebtedness is for the purchase price of the stock or arises in any other manner.

The subscriptions for and the ownership of all shares of common stock in this corporation are made and taken upon the condition that any holder of shares of common stock at any time, or from time to time, desiring to sell any of such shares shall first offer his shares of common stock to the corporation at a price equal to, but not in excess of that which may have then been offered therefor by any third party non-stockholder, ready, willing and able to purchase such stock, stating the price and terms at which said shares are proposed to be sold, and the corporation shall have ten days in which to exercise its option to purchase the same. Written notice in this respect shall be delivered to the Secretary of the corporation. In the event the corporation does not exercise the right to purchase such shares, the stockholders of this corporation pro-rata with their then common stock ownership therein shall have the option to purchase said shares at said price, having five days within which to exercise such option. In event any one or more of such remaining stockholders do not desire to participate in the purchase of such stock by the exercising of such option, then the remaining common stockholders who do desire to exercise such option shall have the right to do so pro-rata with their then common stock ownership. After the expiration of said option time as hereinbefore set forth in event such option shall not have been exercised by either the corporation or the remaining common stockholders, or any of them, then the stockholder desiring to sell his common stock shall be free to make sale thereof to such third party non-stockholder, in whose hands such common stock shall again become subject

to such optional purchase rights.

The Board of Directors shall determine the price and terms upon which all corporate stock may be sold and may from time to time in its discretion issue and sell to employees of the corporation shares of common stock, at such price not less than par, and upon such terms, conditions and restrictions as said Board may in each instance deem for the best interests of the corporation and without first offering such shares for subscription and sale to stockholders of the company.

STATE OF GRANT OF AUTHORITY, AS MAY BE DESIRED TO BE GIVEN TO THE BOARD OF DIRECTORS, IF GIVEN:

The Board of Directors are empowered to adopt, amend, alter, or repeal By-Laws of the Corporation.

SEVENTH: The Amount of Capital with which this Corporation will commence business is Ten Thousand and no/100 (\$10,000.00) - - - - - Dollars
(Not Less Than One Thousand Dollars (\$1,000))

EIGHTH: The Names and Places of Residence (P. O. Address) of each of the INCORPORATORS:

J. D. Dunwoody	2839 E. 10th Street	Casper, Wyoming
Sue Anschutz Rodgers	5000 West 72nd Street	Prairie Village, Kans.
Philip F. Anschutz	236 North Crestway	Wichita, Kansas
Fred B. Anschutz	236 North Crestway	Wichita, Kansas

TENTH: The Number of Directors shall be..... not less than three (3) nor more than five (5) to be varied by the Board of Directors as in its judgment is deemed proper.

STATE OF KANSAS,

COUNTY OF Ledgewick

Personally appeared before me, a Notary Public in and for Sedgewick County, Kansas,
the above-named _____

Sue Anschutz Rodgers, Philip F. Anschutz and Fred B. Anschutz,

who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my
name and affixed my official seal, this 15th day of

December 1959

[SEAL]

My commission expires _____

March 21 1923

- (a) To prospect and explore for, to drill for and produce oil, gas and other minerals; to drill or contract for the drilling of wells for oil, gas and other minerals or water; to buy, sell, own, hold, lease, construct, operate and maintain wells for the production of oil, gas and other minerals or water, machinery, tanks, drilling rigs, drilling tools, supplies, engines, pipes, casing, equipment and other apparatus of all kinds or character that may be necessary or useful in connection with the drilling of wells for oil, gas and other minerals, or water; to deal generally in oil tools, rigs, machinery, supplies, engines, pipes, casing, tanks, equipment and other apparatus of every kind and character; to buy, sell, own, hold and lease lands or interests therein of every kind and character, including without limiting the generality of the foregoing, leases, royalties and mineral interests, and to deal generally therein; to buy, sell, own, hold, lease, construct, operate and maintain any buildings, machinery and other personal property necessary or useful in connection with the foregoing purposes.
- (b) To engage in the transportation of oil, gas or other minerals and all of their products, whether produced by this corporation or other persons or corporation, by means of pipe lines, tank cars, boats, barges, or other conveyances or to lease or sublease all or any part thereof to other persons or corporations for like purposes; to buy, sell, own, hold, lease, construct or maintain pipe lines, both main and gathering lines and branch lines, tank cars, boats, barges and other facilities for the transportation of such products, pumping stations, plants, machinery, apparatus and paraphernalia of all kinds, character and description necessary or useful in connection therewith; to acquire by purchase or otherwise rights of way and easements necessary or useful for such purposes.
- (c) To manufacture, refine, distill, or otherwise treat, oil, gas and other minerals and all of their products, or any of them; to buy, sell, own, hold, lease, construct, operate and maintain refineries, factories or plants of every kind and character for the manufacturing, refining, distilling, or otherwise treating of oil, gas and other minerals and all of their products.
- (d) To buy, own, hold, or otherwise acquire, to store and to erect, operate and maintain storage facilities therefor, for oil, gas and other minerals and all of their products; to sell and market oil, gas and other minerals and all of their products at wholesale or retail to the best advantage.
- (e) To hold, purchase, acquire, sell, convey, lease, mortgage, pledge and dispose of property, real or personal, tangible or intangible, including rights, privileges and franchises, within the State of Kansas or elsewhere within the United States.
- (f) To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, assign, pledge or in any manner dispose of and in any manner deal with and contract with reference to Letters Patent, Patents, Patent rights, patented processes, designs and similar rights, copyrights, trade-marks, trade names and similar rights granted by the United States or any other government or country, or any interest therein, or any inventions, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same.
- (g) In general to engage in the oil and gas business as an integrated company or in one or more phases of said business, that is to say, to engage in the producing, refining, transporting and marketing of oil, gas and other minerals and all of their products within the State of Kansas, or elsewhere within the United States.

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and deposited in the State Treasury, fees on these Articles of Incorporation as follows:

DECEMBER 17 1959

Application fee \$25.00

Filing and Recording Fee \$ 2.50

Capitalization Fee \$10.00

Paul R. Shanahan
Secretary of State.

By *Edward B. Conner*
Assistant Secretary of State.

FORM No. 201 C

FILED

PAUL R. SHANAHAN

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